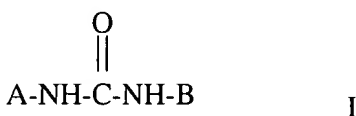


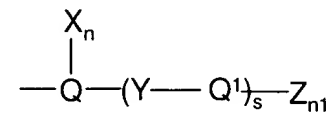
This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

- 1. (Currently Amended)** A method for the treatment of rheumatoid arthritis, comprising administering a compound of formula I



wherein B is



wherein Y is selected from the group consisting of -O-, -S-, -CH₂-, -SCH₂-, -CH₂S-, -CH(OH)-, -C(O)-, -CX^a₂, -CX^aH-, -CH₂O- and -OCH₂-, where X^a is halogen,

Q is a six member aromatic structure containing 0-2 nitrogen, substituted or unsubstituted by halogen, up to per-halosubstitution;

Q¹ is a mono- or bicyclic aromatic structure of 3 to 10 carbon atoms and 0-4 members of the group consisting of N, O and S, unsubstituted or unsubstituted by halogen up to per-halosubstitution, and

~~wherein B is a substituted or unsubstituted, up to tricyclic, aryl or heteroaryl moiety of up to 30 carbon atoms with at least one 5 or 6 member aromatic structure containing 0-4 members of the group consisting of nitrogen, oxygen and sulfur, wherein if B is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of halogen, up to per halosubstitution, and X_n;~~

wherein n is 0-23 and each X is independently selected from the group consisting of -CN, -CO₂R⁵, -C(O)NR⁵R⁵, -C(O)R⁵, -NO₂, -OR⁵, -SR⁵, -NR⁵R⁵, -NR⁵C(O)OR⁵, -NR⁵C(O)R⁵, C₁-C₁₀ alkyl, C₂-C₁₀ alkenyl, C₁-C₁₀ alkoxy, C₃-C₁₀ cycloalkyl, C₆-C₁₄ aryl, C₇-C₂₄ alkaryl, C₃-C₁₃ heteroaryl, C₄-C₂₃ alkheteroaryl, substituted C₁-C₁₀ alkyl, substituted C₂-C₁₀ alkenyl, substituted C₁-C₁₀ alkoxy, substituted C₃-C₁₀ cycloalkyl, substituted

C₄-C₂₃ alkheteroaryl and -Y-Ar;

wherein if X is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of -CN, -CO₂R⁵, -C(O)R⁵, -C(O)NR⁵R^{5'}, -OR⁵, -SR⁵, -NR⁵R^{5'}, -NO₂, -NR⁵C(O)R^{5'}, -NR⁵C(O)OR^{5'} and halogen up to per-halosubstitution;

wherein R⁵ and R^{5'} are independently selected from H, C₁-C₁₀ alkyl, C₂-C₁₀ alkenyl, C₃-C₁₀ cycloalkyl, C₆-C₁₄ aryl, C₃-C₁₃ heteroaryl, C₇-C₂₄ alkaryl, C₄-C₂₃ alkheteroaryl, up to per-halosubstituted C₁-C₁₀ alkyl, up to per-halosubstituted C₃-C₁₀ cycloalkyl, up to per-halosubstituted C₂-C₁₀ alkenyl, up to per-halosubstituted C₆-C₁₄ aryl and up to per-halosubstituted C₃-C₁₃ heteroaryl,

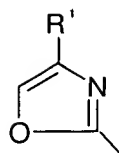
~~wherein Y is O, S, N(R⁵), (CH₂)_m, C(O), CH(OH), (CH₂)_mO, (CH₂)_mS, (CH₂)_mN(R⁵), O(CH₂)_m, CHX^a, NR⁵C(O)NR⁵R^{5'}, NR⁵C(O), C(O)NR⁵, CX₂^a, S(CH₂)_m and N(R⁵)(CH₂)_m, m = 1-3, and X^a is halogen; and~~

Ar is a 5-10 member aromatic structure containing 0-4 members of the group consisting of nitrogen, oxygen and sulfur which is unsubstituted or substituted by halogen up to per-halosubstitution and optionally substituted by Z_{n1},

wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of -CN, -CO₂R⁵, -C(O)NR⁵R^{5'}, -C(O)-NR⁵, -NO₂, =O, -OR⁵, -SR⁵, -NR⁵R^{5'}, -C(O)R⁵, -SO₂R⁵, -SO₂NR⁵R^{5'}, -NR⁵C(O)OR^{5'}, -NR⁵C(O)R^{5'}, C₁-C₁₀ alkyl, C₁-C₁₀ alkoxy, C₃-C₁₀ cycloalkyl, C₆-C₁₄ aryl, C₃-C₁₃ heteroaryl, C₇-C₂₄ alkaryl, C₄-C₂₃ alkheteroaryl, substituted C₁-C₁₀ alkyl, substituted C₃-C₁₀ cycloalkyl, substituted C₇-C₂₄ alkaryl and substituted C₄-C₂₃ alkheteroaryl;

wherein if Z is a substituted group, it is substituted by the one or more substituents independently selected from the group consisting of -CN, -CO₂R⁵, -C(O)R⁵, -C(O)NR⁵R^{5'}, =O, -OR⁵, -SR⁵, -NO₂, -NR⁵R^{5'}, -NR⁵C(O)R^{5'}, -NR⁵C(O)OR^{5'}, C₁-C₁₀ alkyl, C₁-C₁₀ alkoxy, C₃-C₁₀ cycloalkyl, C₃-C₁₀ heteroaryl, C₆-C₁₄ aryl, C₄-C₂₄ alkheteroaryl and C₇-C₂₄ alkaryl

A is a heteroaryl moiety selected from the group consisting of



wherein

R^1 is selected from the group consisting of halogen, C_3 - C_{10} alkyl, C_3 - C_{10} cycloalkyl, C_1 - C_{13} heteroaryl, C_6 - C_{14} aryl, C_7 - C_{24} alkaryl, up to per-halosubstituted C_1 - C_{10} alkyl, up to per-halosubstituted C_3 - C_{10} cycloalkyl, up to per-halosubstituted C_1 - C_{13} heteroaryl, up to per-halosubstituted C_6 - C_{14} aryl, and up to per-halosubstituted C_7 - C_{24} alkaryl.

2.-3. (Cancelled)

4. (Currently Amended) A method as in claim 13, wherein

Q is phenyl or pyridinyl, substituted or unsubstituted by halogen, up to per-halosubstitution,

Q^1 is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl, quinoline, isoquinoline, imidazole and benzothiazolyl, substituted or unsubstituted by halogen, up to per-halo substitution, or -Y- Q^1 is phthalimidinyl substituted or unsubstituted by halogen up to per-halo substitution, and

Z and X are independently selected from the group consisting of $-R^6$, $-OR^6$ and $-NHR^7$, wherein R^6 is hydrogen, C_1 - C_{10} -alkyl or C_3 - C_{10} -cycloalkyl and R^7 is selected from the group consisting of hydrogen, C_3 - C_{10} -alkyl, C_3 - C_6 -cycloalkyl and C_6 - C_{10} -aryl, wherein R^6 and R^7 can be substituted by halogen or up to per-halosubstitution.

5-7. (Cancelled)

8. (Previously Presented) A method as in claim 1, wherein R^1 is t-butyl.

9-27. (Cancelled)

28. (Previously Presented) A method as in claim 1, wherein the compound for formula

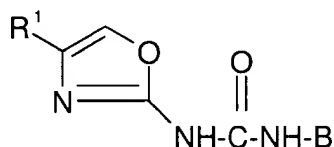
I displays p38 IC₅₀'s of less than 10 μ m as determined by an in-vitro p38 kinase inhibition assay.

29. (Cancelled)

30. (Previously Presented) A method according to claim 1, comprising administering an amount of a compound of formula I effective to inhibit p38.

31-37. (Cancelled)

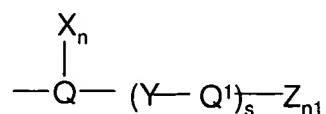
38. (Currently Amended) A method as in claim 1 comprising administering a compound of the formula



wherein R¹ is t-butyl and B is as defined in claim 1.

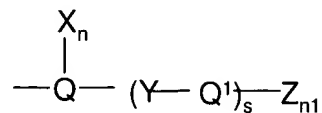
39-43. (Cancelled)

44. (Previously Presented) A method as in claim 1, wherein B is of the formula



wherein Q is phenyl or pyridinyl, optionally substituted by halogen up to per-halosubstitution, Q¹ is pyridinyl, phenyl or benzothiazolyl optionally substituted by halogen up to per-halosubstitution, Y is -O-, -S-, -CH₂S-, -SCH₂-, -CH₂O-, -OCH₂- or -CH₂-, X is C₁-C₄ alkyl or up to per-halosubstituted C₁-C₄ alkyl and Z is as defined in claim 1, n = 0 or 1, s = 1 and n1 = 0-1.

45. (Previously Presented) A method as in claim 38, wherein B is of the formula



Q is phenyl or pyridinyl, optionally substituted by halogen up to per-halosubstitution, Q¹ is pyridinyl, phenyl or benzothiazolyl optionally substituted by halogen up to per-halosubstitution, Y is -O-, -S-, -C(O)- or -CH₂-, X is C₁-C₄ alkyl or up to per-halosubstituted C₁-C₄ alkyl and Z is as defined in claim 1 n = 0 or 1, s = 0 or 1 and n₁ = 0 or 1.

46-49. (Cancelled)

50. (Previously Presented) A method as in claim 1, wherein B is

a) phenyl, pyridinyl, naphthyl, quinolinyl or isoquinolinyl, substituted by -Y-Ar and optionally substituted by

- halogen up to per-halosubstitution,
- C₁-C₄ alkyl,
- up to per-halosubstituted C₁-C₄ alkyl, or
- a combination thereof,

wherein Y and Ar are as defined in claim 1;

- b) thienyl substituted by methyl; or
- c) indolyl substituted by phenyl or pyridyl.

51. (Previously Presented) A method as in claim 1, wherein B is phenyl or pyridinyl substituted by -Y-Ar and optionally substituted by

- halogen ,up to per-halosubstitution,
- C₁-C₄ alkyl,
- up to per-halosubstituted C₁-C₄ alkyl, or
- a combination thereof,

wherein Y and Ar are as defined in claim 1.

52-54. (Cancelled)

55. (Previously Presented) A method according to claim 1, wherein R¹ is selected from the group consisting of halogen, C₃-C₁₀ cycloalkyl, C₁-C₁₃ heteroaryl, C₆₋₁₄ aryl, C₇₋₂₄ alkaryl, up to per-halosubstituted C₁-C₁₀ alkyl, up to per-halosubstituted C₃-C₁₀ cycloalkyl, up to per-halosubstituted C₁-C₁₃ heteroaryl, up to per-halosubstituted C₆₋₁₄ aryl, and up to per-halosubstituted C₇₋₂₄ alkaryl.

56-57. (Cancelled)

58. (Currently Amended) A method for the treatment of rheumatoid arthritis comprising administering to a patient in need thereof a pharmaceutically effective amount of a compound of formula I in claim 1.